

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |   |                        |
|---|---|------------------------|
| -----                                     | ) |                        |
| In re:                                    | ) | Case No. 12-12020 (MG) |
|   | ) |                        |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , | ) | Chapter 11             |
|   | ) |                        |
| Debtors.                                  | ) | Jointly Administered   |
| -----                                     | ) |                        |

**AFFIDAVIT OF DISINTERESTEDNESS**

STATE OF MICHIGAN     )  
                                  ) ss:  
COUNTY OF OAKLAND    )

Michael J. Woods, being duly sworn, upon his oath, deposes and says:

1. I am an Assistant Vice-President and Managing Attorney of Potestivo & Associates, P.C., located at 811 South Blvd., Suite 100, Rochester Hills, MI 48307 (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm \$1,054.30 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.

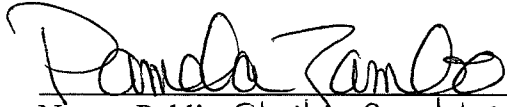
9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 2, 2012

  
\_\_\_\_\_  
**Michael J. Woods**

Sworn to and subscribed before me  
this 2nd day of August, 2012

A handwritten signature in black ink, appearing to read "Pamela Zambo". The signature is fluid and cursive, with a large initial "P" and a stylized "Z".

Notary Public, St. Clair County, acting  
in Oakland County Michigan

My Commission Expires 2/13/2017

*In re Residential Capital, LLC*, et al.  
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE<sup>1</sup>

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL, LLC, et al. (the “Debtors”)

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF. PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Potestivo & Associates, P.C

811 South Boulevard, Suite 100, Rochester Hills, MI 48307

2. Date of original retention: January 1, 2002

3. Brief description of legal services to be provided:

**Default Servicing**

- Home Retention
- Foreclosures
- Title Resolution
- REO Disposition
- Landlord/Tenant
- Creditor Bankruptcy

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<sup>1</sup> All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

- Collections

**Litigation**

- Loan Origination
- Default Servicing
- Protecting Lender Security
- Creditor's Rights
- General Civil Litigation

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): **\$200/hour**

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

**\$6,600**

5. Prepetition claims against any of the Debtors held by the firm:

**Open invoices at Bankruptcy date 5/14/12**

Amount of claim: **\$1,054.30**

Date claim arose: **Various**

Source of claim: **Invoices for litigation services performed**

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm: **N/A**

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of Claim: \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of Claim: \_\_\_\_\_

7. Stock of any of the Debtors currently held by the firm: N/A

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm: **No employees to our knowledge have stock in any of the debtors.**

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_


No. of shares: \_\_\_\_\_

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed. N/A

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: N/A

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012: \$1,054.30.

  
Name: Michael J. Woods

Title: AVP/Managing Attorney